MIRENCO INC

Form 4

December 28, 2004

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

response...

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Ac<br>FOSSEEN D | *        | rting Person * | 2. Issuer Name <b>and</b> Ticker or Trading Symbol MIRENCO INC [MREO.OB] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                          |  |  |  |
|-----------------------------|----------|----------------|--|---|--|--|--|
| (Last)                      | (First)  | (Middle)       | 3. Date of Earliest Transaction  | (Check an applicable)   |  |  |  |
| PO BOX 343, 206 MAY ST      |          |                | (Month/Day/Year)<br>12/23/2004   | Director 10% Owner _X Officer (give title Other (specify below) Chief Executive Officer           |  |  |  |
|                             | (Street) |                | 4. If Amendment, Date Original Filed(Month/Day/Year)                     | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |  |  |  |
| RADCLIFFE, IA 50230         |          |                |  | Form filed by More than One Reporting Person  |  |  |  |
| (City)                      | (State)  | (Zip)          | Table I - Non-Derivative Securities Acc                                  | quired, Disposed of, or Beneficially Owned  |  |  |  |

| (,)             | (~)                 | Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |            |             |        |            |                                 |              |               |  |
|-----------------|---------------------|--|------------|-------------|--------|------------|---------------------------------|--------------|---------------|--|
| 1.Title of      | 2. Transaction Date | 2A. Deemed   | 3.         | 4. Securi   | ties A | cquired    | 5. Amount of                    | 6. Ownership | 7. Nature of  |  |
| Security        | (Month/Day/Year)    | Execution Date, if   | Transactio | on(A) or Di | ispose | d of       | Securities                      | Form: Direct | Indirect      |  |
| (Instr. 3)      |                     | any  |            | (D)         |        |            | Beneficially                    | (D) or       | Beneficial    |  |
|                 |                     | (Month/Day/Year)   | (Instr. 8) | (Instr. 3,  | 4 and  | 5)         | Owned                           | Indirect (I) | Ownership     |  |
|                 |                     |  |            |             |        |            | Following                       | (Instr. 4)   | (Instr. 4)    |  |
|                 |                     |  |            |             | (A)    |            | Reported                        |              |               |  |
|                 |                     |  |            |             | or     |            | Transaction(s) (Instr. 3 and 4) |              |               |  |
|                 |                     |  | Code V     | Amount      | (D)    | Price      | (Ilisti. 5 alid 4)              |              |               |  |
| Common<br>Stock | 12/23/2004          |  | P          | 500         | A      | \$<br>0.16 | 8,019,065                       | D            |               |  |
| Common          |                     |  |            |             |        |            | 1.200                           | Ţ.           | <b>T</b> . 1. |  |
| Stock           |                     |  |            |             |        |            | 1,200                           | Ι            | Daughter      |  |
| C               |                     |  |            |             |        |            |                                 |              |               |  |
| Common          |                     |  |            |             |        |            | 2,000                           | I            | Spouse        |  |
| Stock           |                     |  |            |             |        |            | ,                               |              | 1             |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

## Edgar Filing: MIRENCO INC - Form 4

### number.

# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                  |
|---|---|---|---|--|---|--|--------------------|---|----------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Warrants<br>to<br>Purchase<br>Stock                 | \$ 0.2  |   |   |  |   | 12/16/2004   | 06/30/2006         | Common<br>Stock   | 12,000                           |
| Stock Options (Right to Buy)                        | \$ 0.375  |   |   |  |   | 12/16/2004   | 01/31/2014         | Common<br>Stock   | 1,000                            |
| Stock Options (Right to Buy)                        | \$ 0.375  |   |   |  |   | 12/03/2004   | 01/31/2014         | Common<br>Stock   | 1,000                            |
| Warrants<br>for<br>Purchase<br>of Stock             | \$ 0.25   |   |   |  |   | 08/04/2004   | 08/08/1988         | Common<br>Stock   | 1,000,000                        |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 0.375  |   |   |  |   | 08/27/2004   | 01/31/2014         | Common<br>Stock   | 1,000                            |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 0.5  |   |   |  |   | 06/28/2004   | 01/31/2014         | Common<br>Stock   | 1,000                            |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 0.6325   |   |   |  |   | 04/14/2004   | 01/31/2014         | Common<br>Stock   | 250                              |
| Stock<br>Options                                    | \$ 0.29   |   |   |  |   | 12/28/1998   | 12/28/2008         | Common<br>Stock   | 36,000                           |

(Right to Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FOSSEEN DWAYNE PO BOX 343 206 MAY ST RADCLIFFE, IA 50230

Chief Executive Officer

## **Signatures**

/s/Dwayne Fosseen 12/28/2004

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

#### **Remarks:**

Warrants have no expiration date

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